

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

**11**☐ Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **Pepi Companies, LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

D/B/A eT Craft Burgers and Beer;  
D/B/A eT Craft Burgers Downtown;  
D/B/A Alonti Cafe & Catering;  
D/B/A Alonti Cafe;  
D/B/A Alonti Catering;  
D/B/A Alonti

3. Debtor's federal Employer Identification Number (EIN) **46-1355547**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**1210 W. Clay, Ste 17  
Houston, TX 77019**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

**Harris**  
County

Location of principal assets, if different from principal place of business

**See attached Exhibit.**

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.alonti.com**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: \_\_\_\_\_

Debtor **Pepi Companies, LLC**  
Name

Case number (if known)

**7. Describe debtor's business****A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply**

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.**  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**5812****8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ **Chapter 11. Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Attachment** Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_ Case number, if known \_\_\_\_\_

Debtor **Pepi Companies, LLC**  
Name

Case number (if known)

**11. Why is the case filed in this district?***Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other \_\_\_\_\_**Where is the property?** \_\_\_\_\_

Number, Street, City, State &amp; ZIP Code

**Is the property insured?**☐ No☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors**☐ 1-49☒ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☒ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Pepi Companies, LLC**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures****WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature  
of authorized  
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/24/2020  
MM / DD / YYYY**X** /s/ Albert A. Pepi Jr.  
Signature of authorized representative of debtor  
  
Title President**Albert A. Pepi Jr.**  
Printed name**18. Signature of attorney****X** /s/ Christopher Murray  
Signature of attorney for debtorDate 9/24/2020  
MM / DD / YYYY**Christopher Murray**  
Printed name**Jones Murray and Beatty LLP**  
Firm name**4119 Montrose, Suite 230**  
**Houston, TX 77006**  
Number, Street, City, State & ZIP CodeContact phone 832-529-3027 Email address christopher.murray@jmbllp.com**Texas Bar No. 24081057**  
Bar number and State

Debtor **Pepi Companies, LLC**  
Name

Case number (if known)

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known) Chapter **11**☐ Check if this an amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	<b>Alonti Corporation, LLC</b>	Relationship to you	<b>Related Entity</b>
District	When	Case number, if known	
Debtor	<b>Pepi Company of California, LLC</b>	Relationship to you	<b>Related Entity</b>
District	When	Case number, if known	
Debtor	<b>Pepi Company of Illinois, LLC</b>	Relationship to you	<b>Related Entity</b>
District	When	Case number, if known	
Debtor	<b>Pepi Corporation</b>	Relationship to you	<b>Related Entity</b>
District	When	Case number, if known	

**Pepi Companies, LLC**  
**Location of Principal Assets**

<u>Entity</u>	<u>Name</u>	<u>Address</u>
Pepi Companies, LLC	TMH MEDICAL OFFICE BUILDINGS	6650 Fannin, Houston, TX 77030
Pepi Companies, LLC	6 BRIAR HILLS INVESTMENTS, LP	1101 - 1105 Highway 6 South, Houston, TX 77077
Pepi Companies, LLC	7227 FANNIN MANAGEMENT LLC	7225 Fannin St, Houston, TX 77030
Pepi Companies, LLC	CH REALTY VI/R HOUSTON	27868 IH-45 North< Oak Ridge North, TX 77385
Pepi Companies, LLC	BIODEC LLC	12001 Burnet Rd, Ste C, Austin, TX 78758
Pepi Companies, LLC	MDT MARSH, LTD	2515 E Rosemeade, Suite 119, Carrollton, TX 75007
Pepi Companies, LLC	356 MIDWAY VENTURE LLC	7337 Airport Freeway, Richland Hills, TX 76118
Pepi Companies, LLC	INTERPROPERTY NORTHWEST LLC	1601 West Northwest Highway, Grapevine, TX 76051
Pepi Companies, LLC	SVAP Grandview LLC	8025 Callaghan Rd, Ste 102, San Antonio, TX 78230
Pepi Companies, LLC	CanTex Empire, LLC	1150 Empire Central Place, Dallas, TX 75247

**PEPI COMPANIES, LLC**  
**BALANCE SHEET**  
**31-Jul-20**  
**CONFIDENTIAL**

	<u>Current Yr</u>
<b>ASSETS</b>	
Current Assets	
Cash and cash equivalents	\$ 219,173
Accounts Receivable:	
Credit Cards	\$ -
Trade	\$ 144,093
Others	\$ -
Inventory	\$ 136,264
Prepaid expenses	\$ 1,723
Federal Tax Receivable	\$ -
Deferred Federal Income Tax	\$ -
	<hr/>
Total Current Assets	501,252
Fixed Assets	
Auto	\$ -
Equipment & Fixtures	\$ 1,419,803
Computers	\$ 23,228
Leasehold improvements	\$ 2,159,753
Accumulated Depreciation and Amortization	\$ (1,866,567)
	<hr/>
	1,736,217
Other Assets	
Officer's A/R	\$ -
Notes Receivable - Officer	\$ -
Deposit	\$ 84,091
Cash Surrender Value Officers Life Insurance	\$ -
	<hr/>
	84,091
	<hr/>
<b>TOTAL ASSETS</b>	<b><u>2,321,560</u></b>
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>	
Accounts Payables	\$ 1,235
Notes Payable	
Amegy Bank - Revolving Line of Credit	\$ -
Amegy Bank - Term (Current Portion)	\$ -
Accrued expenses:	
Payroll	\$ -
Taxes	\$ 48,305
Percentage Rent	\$ 107,798
Interest	\$ -
Lease Liability	\$ -
Pepi Corporation	\$ (77,207)
Other	\$ -
	<hr/>
Total Current Liabilities	<u>80,131</u>
Long Term Liabilities	
Notes Payable	
Amegy Bank Term (Net of Current Portion)	\$ -
Related Party	\$ -
Deferred Rent	\$ 15,982
Deferred Federal Income Tax	\$ -
Lease Settlement	292,895
Notes Payable Officers	\$ -
	<hr/>
Total Long Term Liabilities	<u>308,877</u>
Shareholders' Equity	
Capital Stock	\$ -
Paid in Capital	\$ -
Member's Equity	\$ 2,647,230
Current Year Earnings	\$ (714,679)
	<hr/>
Total Shareholders' Equity	1,932,551
	<hr/>
Total Liabilities & Shareholders' Equity	<b><u>2,321,560</u></b>

**PEPI COMPANIES LLC**  
**PROFIT AND LOSS**  
**31-Jul-20**  
**CONFIDENTIAL**

	-----YTD AMOUNT-----	
	Y-T-D	% of
	<u>Actual</u>	<u>YTD Sales</u>
STORE SALES		
SALES - WALK-IN	107,337	8.20%
SALES - CATERING	1,118,958	85.52%
SALES - DELIVERY	82,179	6.28%
	-----	-----
TOTAL SALES	1,308,474	100.00%
COST OF GOODS SOLD		
FOOD PURCHASES	251,513	19.22%
CREDIT FOR PRODUCT LOSS	(29,255)	(2.24%)
TRANSFER FOOD	1,552	0.12%
FOOD - INVENTORY EXP	47,597	3.64%
EMPLOYEE MEAL CREDIT	(7,278)	(0.56%)
	-----	-----
TOTAL COGS	264,129	20.19%
SALARY - HOURLY	197,988	15.13%
DELIVERY - PROMOTION ADJU	(37,024)	(2.83%)
LABOR CREDIT- CHGD TO CUS	0	0.00%
SALARY - HOURLY - OVERTIME	4,018	0.31%
SAL HRLY VACATION	5,925	0.45%
CONTRACT LABOR	0	0.00%
TIPS	(2,808)	(0.21%)
	-----	-----
TOTAL HOURLY EXPENSE	168,099	12.85%
PAPER	89,105	6.81%
JANITORIAL	11,168	0.85%
SMALLWARES ONGOING	4,040	0.31%
SMALLWARES - OPENING	0	0.00%
MX - ROUTINE	12,704	0.97%
MX - SPECIAL	12,129	0.93%
RUBBISH REMOVAL	8,261	0.63%
	-----	-----
TOTAL MX	33,093	2.53%
ELECTRIC	36,497	2.79%
NATURAL GAS	4,079	0.31%
WATER, DOMESTIC	4,472	0.34%
	-----	-----
TOTAL UTILITIES	45,047	3.44%
ICE PAID OUT	0	0.00%
OFFICE SUPPLIES-STRS	4,786	0.37%
EMPLOYEE INCENTIVE	113	0.01%
VAN EXPENSE	205	0.02%
AUTO EXPENSE	19,486	1.49%

Unaudited - For Management Purposes Only



**PEPI COMPANIES LLC**  
**PROFIT AND LOSS**  
**31-Jul-20**  
**CONFIDENTIAL**

	-----YTD AMOUNT-----	
	Y-T-D	% of
	<u>Actual</u>	<u>YTD Sales</u>
STORE SALES		
OFFSET FOR PROD LOSS	29,255	2.24%
ADVERTISING-CLASSIFIED	0	0.00%
ADV & MARKETING	54	0.00%
ADV - FOOD PROMOTIONS	70,836	5.41%
DELIVERY - PROMOTION ADJU	37,024	2.83%
	-----	-----
TTL DIRECT STR EXP	161,759	12.36%
POSTAGE & FEDEX	2	0.00%
UNIFORMS	0	0.00%
LICENSE AND PERMITS	2,052	0.16%
MANAGER PARKING	6,243	0.48%
CASH OVER/SHORT	400	0.03%
CATERING - RENTAL	(425)	(0.03%)
TELEPHONE	25,581	1.96%
BANK CHARGES	579	0.04%
ARMORED CAR	0	0.00%
AMORTIZATION	80,592	6.16%
DEPRECIATION	70,287	5.37%
INS EXP - GENERAL	13,850	1.06%
INS EXP - MANAGEMENT	18,805	1.44%
INS-WC-ALT-MEDL PAYT	0	0.00%
INS-WC-ALT-PREMIUMS	4,203	0.32%
TAXES-TEXAS	10	0.00%
PAYROLL TAXES	56,778	4.34%
TAXES - TEX PROP TAX	15,488	1.18%
G&A STORE LEVEL	284,485	21.74%
BONUS OPERATIONS	0	0.00%
401(K) EMPLOYER MATCH	17,926	1.37%
RENT EXPENSE	167,501	12.80%
PERCENTAGE RENT	(4,771)	(0.36%)
CAM CHARGES	77,357	5.91%
	-----	-----
TTL INDIR STR EXP	836,943	63.96%
G&A CATERING	164,903	12.60%
BONUS MARKETING AND SALE	0	0.00%
CREDIT CARD FEES	36,135	2.76%
PROFESSL FEES-TECHNICAL	0	0.00%
DUES & SUBSCRIPTIONS	0	0.00%
STORAGE RENTAL	260	0.02%
	-----	-----
TOTAL CORPORATE EXP	201,298	15.38%
OPERATING EXPENSES	1,814,682	138.69%
	-----	-----

Unaudited - For Management Purposes Only

**PEPI COMPANIES LLC**  
**PROFIT AND LOSS**  
**31-Jul-20**  
**CONFIDENTIAL**

	-----YTD AMOUNT-----	
	Y-T-D	% of
	<u>Actual</u>	<u>YTD Sales</u>
STORE SALES		
TOTAL OPERATING INC	(506,208)	(38.69%)
MANAGEMENT FEE	134,892	10.31%
ROYALTY FEE	73,578	5.62%
UNCLASSIFIED MISC INCOME	0	0.00%
	-----	-----
TOTAL OTHER INC&EXP	208,470	15.93%
	-----	-----
NET INCOME B/F STATE AND F	(714,679)	(54.62%)
CURRENT FEDERAL INCOME T	0	0.00%
CURRENT STATE INCOME TAX	0	0.00%
DEFERRED FEDERAL INCOME	0	0.00%
	-----	-----
NET INCOME(LOSS)	(714,679)	(54.62%)
	=====	=====

**PEPI CORPORATION**  
**COMBINED STATEMENTS OF CASH FLOWS**

	<b>For the Year Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Cash Flows From Operating Activities</b>		
Cash received from customers and employees	\$ 39,366,815	\$ 38,777,858
Cash paid to vendors and employees	(38,524,301)	(38,198,111)
Interest paid	(150,143)	(107,821)
Interest received, shareholder	21,713	21,713
Income taxes paid	(64,597)	(76,802)
Net Cash Provided by Operating Activities	<u>649,487</u>	<u>416,837</u>
<b>Cash Flows From Investing Activities</b>		
Purchase of property and equipment	(1,598,552)	(1,372,134)
Proceeds from disposition of property and equipment	11,495	3,600
Collections on shareholder receivable, net	35,936	401,744
Increase in cash surrender value of life insurance	(14,355)	(12,362)
Net Cash Used in Investing Activities	<u>(1,565,476)</u>	<u>(979,152)</u>
<b>Cash Flows From Financing Activities</b>		
Payments on line-of-credit	(2,750,000)	
Proceeds from line-of-credit	2,550,000	200,000
Payments on long-term debt	(396,248)	(204,551)
Proceeds from long-term debt	1,050,000	200,000
Dividends paid	(20,000)	(20,000)
Net Cash Provided by Financing Activities	<u>433,752</u>	<u>175,449</u>
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>(482,237)</b>	<b>(386,866)</b>
Cash and Cash Equivalents - Beginning of Year	<u>769,050</u>	<u>1,155,916</u>
<b>Cash and Cash Equivalents - End of Year</b>	<u><b>\$ 286,813</b></u>	<u><b>\$ 769,050</b></u>

See independent accountants' review report and notes to combined financial statements.

**PEPI CORPORATION**  
**COMBINED STATEMENTS OF CASH FLOWS (Continued)**

	<b>For the Year Ended March 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Reconciliation of Net Income to Net Cash</b>		
<b>Provided by Operating Activities</b>		
Net income (loss)	\$ 84,456	\$ (891,856)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	1,105,399	1,170,556
Loss on disposition of equipment	131,326	563,881
Deferred income tax benefit	(32,000)	(113,000)
Loss on lease assignment		85,699
(Increase) Decrease in:		
Accounts receivable	(307,408)	(29,037)
Inventory	(12,673)	(22,989)
Prepaid expenses	21,015	(10,589)
Deposits	14,647	(7,933)
Increase (Decrease) in:		
Accounts payable	(254,757)	70,897
Accrued expenses	(41,353)	(369,936)
Income taxes payable	(38,313)	4,904
Deferred rent	(20,852)	(33,760)
<b>Net Cash Provided by Operating Activities</b>	<b>\$ 649,487</b>	<b>\$ 416,837</b>

See independent accountants' review report and notes to combined financial statements.

EXTENSION GRANTED TO 09/15/20

Form **1065**Department of the Treasury  
Internal Revenue Service**U.S. Return of Partnership Income**

OMB No. 1545-0123

**2019**For calendar year 2019, or tax year beginning \_\_\_\_\_, ending \_\_\_\_\_  
▶ Go to [www.irs.gov/Form1065](http://www.irs.gov/Form1065) for instructions and the latest information.

<b>A</b> Principal business activity  <b>RETAIL SALES</b>  <b>B</b> Principal product or service  <b>FOOD &amp; BEVERAGE</b>  <b>C</b> Business code number <b>722513</b>	Type or Print	Name of partnership <b>PEPI COMPANIES, LLC</b>  Number, street, and room or suite no. If a P.O. box, see instructions. <b>1210 W. CLAY STREET, SUITE 17</b>  City or town, state or province, country, and ZIP or foreign postal code <b>HOUSTON TX 77019-4190</b>	<b>D</b> Employer identification number <b>46-1355547</b>  <b>E</b> Date business started <b>11/08/2012</b>  <b>F</b> Total assets <b>\$ 5,927,439.</b>
--	---------------------	---	--

**G** Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return

**H** Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶ \_\_\_\_\_

**I** Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ **4**

**J** Check if Schedules C and M-3 are attached ▶ ☐

**K** Check if partnership: (1) ☐ Aggregated activities for section 465 at-risk purposes (2) ☐ Grouped activities for section 469 passive activity purposes

**Caution:** Include **only** trade or business income and expenses on lines 1a through 22 below. See instructions for more information.

<b>Income</b>	1a Gross receipts or sales	1a	28,921,564.
	b Returns and allowances	1b	
	c Balance. Subtract line 1b from line 1a	1c	28,921,564.
	2 Cost of goods sold (attach Form 1125-A)	2	5,586,696.
	3 Gross profit. Subtract line 2 from line 1c	3	23,334,868.
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)	4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040 or 1040-SR))	5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)	6	
7 Other income (loss) (attach statement)	7		
8 <b>Total income (loss).</b> Combine lines 3 through 7	8	23,334,868.	
<b>Deductions (see instructions for limitations)</b>	9 Salaries and wages (other than to partners) (less employment credits)	9	2,902,498.
	10 Guaranteed payments to partners	10	
	11 Repairs and maintenance	11	636,521.
	12 Bad debts	12	
	13 Rent	13	1,118,656.
	14 Taxes and licenses	14	923,963.
	15 Interest (see instructions)	15	26,261.
	16a Depreciation (if required, attach Form 4562)	16a	969,229.
	b Less depreciation reported on Form 1125-A and elsewhere on return	16b	
	16c	16c	969,229.
	17 Depletion ( <b>Do not deduct oil and gas depletion.</b> )	17	
18 Retirement plans, etc.	18		
19 Employee benefit programs	19	157,899.	
20 Other deductions (attach statement)	20	16,887,765.	
21 <b>Total deductions.</b> Add the amounts shown in the far right column for lines 9 through 20	21	23,622,792.	
22 <b>Ordinary business income (loss).</b> Subtract line 21 from line 8	22	-287,924.	
<b>Tax and Payments</b>	23 Interest due under the look-back method-completed long-term contracts (attach Form 8697)	23	
	24 Interest due under the look-back method-income forecast method (attach Form 8866)	24	
	25 BBA AAR imputed underpayment (see instructions)	25	
	26 Other taxes (see instructions)	26	
	27 <b>Total balance due.</b> Add lines 23 through 26	27	
	28 Payment (see instructions)	28	
	29 <b>Amount owed.</b> If line 28 is smaller than line 27, enter amount owed	29	
	30 <b>Overpayment.</b> If line 28 is larger than line 27, enter overpayment	30	

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of partner or limited liability company member \_\_\_\_\_ Date \_\_\_\_\_

May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>HOMERO CARRILLO JR</b>	Preparer's signature <b>HOMERO CARRILLO JR</b>	Date <b>08/24/20</b>	Check <input type="checkbox"/> if self-employed	PTIN [REDACTED]
	Firm's name ▶ <b>WEINSTEIN SPIRA &amp; COMPANY, P.C.</b>			Firm's EIN ▶ <b>74-2181616</b>	
	Firm's address ▶ <b>3773 RICHMOND AVENUE, SUITE 900 HOUSTON, TX 77046</b>			Phone no. <b>713.622.7000</b>	

Form 1065 (2019) **PEPI COMPANIES, LLC****46-1355547** Page **2****Schedule B Other Information**

<b>1</b> What type of entity is filing this return? Check the applicable box:	<b>Yes</b>	<b>No</b>
<b>a</b> <input type="checkbox"/> Domestic general partnership		
<b>c</b> <input checked="" type="checkbox"/> Domestic limited liability company		
<b>e</b> <input type="checkbox"/> Foreign partnership		
<b>b</b> <input type="checkbox"/> Domestic limited partnership		
<b>d</b> <input type="checkbox"/> Domestic limited liability partnership		
<b>f</b> <input type="checkbox"/> Other ►		
<b>2</b> At the end of the tax year:		
<b>a</b> Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization, or any foreign government own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership .....		<b>X</b>
<b>b</b> Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership .....	<b>X</b>	
<b>3</b> At the end of the tax year, did the partnership:		
<b>a</b> Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below .....		<b>X</b>
<b>(i) Name of Corporation</b>	<b>(ii) Employer Identification Number (if any)</b>	<b>(iii) Country of Incorporation</b>
<b>b</b> Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below .....		<b>X</b>
<b>(i) Name of Entity</b>	<b>(ii) Employer Identification Number (if any)</b>	<b>(iii) Type of Entity</b>
<b>4</b> Does the partnership satisfy <b>all four</b> of the following conditions?	<b>Yes</b>	<b>No</b>
<b>a</b> The partnership's total receipts for the tax year were less than \$250,000.		
<b>b</b> The partnership's total assets at the end of the tax year were less than \$ 1 million.		
<b>c</b> Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
<b>d</b> The partnership is not filing and is not required to file Schedule M-3 .....		<b>X</b>
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; item F on page 1 of Form 1065; or item L on Schedule K-1.		
<b>5</b> Is this partnership a publicly traded partnership, as defined in section 469(k)(2)? .....		<b>X</b>
<b>6</b> During the tax year, did the partnership have any debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? .....		<b>X</b>
<b>7</b> Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction? .....		<b>X</b>
<b>8</b> At any time during calendar year 2019, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►		<b>X</b>
<b>9</b> At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions .....		<b>X</b>
<b>10 a</b> Is the partnership making, or had it previously made (and not revoked), a section 754 election? .....		<b>X</b>
See instructions for details regarding a section 754 election.		
<b>b</b> Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions .....		<b>X</b>

Form 1065 (2019) **PEPI COMPANIES, LLC**

46-1355547 Page 3

**Schedule B Other Information (continued)**

	Yes	No
<b>c</b> Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions .....		<b>X</b>
<b>11</b> Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than disregarded entities wholly owned by the partnership throughout the tax year) ..... <input type="checkbox"/>		
<b>12</b> At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property? .....		<b>X</b>
<b>13</b> If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), enter the number of Forms 8858 attached. See instructions .....		
<b>14</b> Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership .....		<b>X</b>
<b>15</b> Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return .....		
<b>16 a</b> Did you make any payments in 2019 that would require you to file Form(s) 1099? See instructions .....	<b>X</b>	
<b>b</b> If "Yes," did you or will you file required Form(s) 1099? .....	<b>X</b>	
<b>17</b> Enter the number of Forms 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations, attached to this return .....		
<b>18</b> Enter the number of partners that are foreign governments under section 892 .....		
<b>19</b> During the partnership's tax year, did the partnership make any payments that would require it to file Form 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474)? .....		<b>X</b>
<b>20</b> Was the partnership a specified domestic entity required to file Form 8938 for the tax year? See the Instructions for Form 8938 .....		<b>X</b>
<b>21</b> Is the partnership a section 721(c) partnership, as defined in Regulations section 1.721(c)-1T(b)(14)? .....		<b>X</b>
<b>22</b> During the tax year, did the partnership pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions .....		<b>X</b>
If "Yes," enter the total amount of the disallowed deductions ..... \$		
<b>23</b> Did the partnership have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions .....		<b>X</b>
<b>24</b> Does the partnership satisfy one or more of the following? See instructions .....	<b>X</b>	
<b>a</b> The partnership owns a pass-through entity with current, or prior year carryover, excess business interest expense.		
<b>b</b> The partnership's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the partnership has business interest.		
<b>c</b> The partnership is a tax shelter (see instructions) and the partnership has business interest expense. If "Yes" to any, complete and attach Form 8990.		
<b>25</b> Is the partnership electing out of the centralized partnership audit regime under section 6221(b)? See instructions .....		<b>X</b>
If "Yes," the partnership must complete Schedule B-2 (Form 1065). Enter the total from Schedule B-2, Part III, line 3 .....		
If "No," complete Designation of Partnership Representative below.		

**Designation of Partnership Representative** (see instructions)

Enter below the information for the partnership representative (PR) for the tax year covered by this return.

Name of PR **▶ ALBERT A PEPI**U.S. address of PR **▶ 1210 W. CLAY STREET, SUITE 17  
HOUSTON, TX 77019-4190**U.S. phone number of PR **▶ (713) 255-7268**If the PR is an entity, name of the designated individual for the PR **▶**U.S. address of designated individual **▶**U.S. phone number of designated individual **▶**

<b>26</b> Is the partnership attaching Form 8996 to certify as a Qualified Opportunity Fund? .....		<b>X</b>
If "Yes," enter the amount from Form 8996, line 14 ..... \$		
<b>27</b> Enter the number of foreign partners subject to section 864(c)(8) as a result of transferring all or a portion of an interest in the partnership or of receiving a distribution from the partnership .....		
<b>28</b> At any time during the tax year, were there any transfers between the partnership and its partners subject to the disclosure requirements of Regulations section 1.707-8? .....		<b>X</b>

Form **1065** (2019)

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	-287,924.
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments: a Services 4a b Capital 4b	4c	
	c Total. Add lines 4a and 4b	4c	
	5 Interest income	5	
	6 Dividends and dividend equivalents: a Ordinary dividends b Qualified dividends 6b c Dividend equivalents 6c	6a	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Income (Loss)	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss) 9b		
	c Unrecaptured section 1250 gain (attach statement) 9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions	13a	
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶	13d		
Self-Employment	14a Net earnings (loss) from self-employment	14a	-201,547.
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	16,334,408.
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶ SEE STATEMENT 8	15f	188,234.
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Reserved for future use ▶ e Foreign branch category ▶	16e	
	f Passive category ▶ g General category ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partner level		
	i Interest expense ▶ j Other ▶	16j	
	Deductions allocated and apportioned at partnership level to foreign source income		
	k Reserved for future use ▶ l Foreign branch category ▶	16l	
	m Passive category ▶ n General category ▶ o Other ▶	16o	
	p Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16p	
q Reduction in taxes available for credit (attach statement)	16q		
r Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) items	17a Post-1986 depreciation adjustment	17a	-3,906.
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses SEE STATEMENT 9	18c	192,270.
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement) STMT 10			



**Analysis of Net Income (Loss)**

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16p						1	-287,924.
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt Organization	(vi) Nominee/Other	
a General partners							
b Limited partners		-201,547.					-86,377.

**Schedule L Balance Sheets per Books**

Assets	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
1 Cash		20,986.		48,860.
2a Trade notes and accounts receivable	888,142.		1,085,584.	
b Less allowance for bad debts		888,142.		1,085,584.
3 Inventories		266,478.		292,880.
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)	STATEMENT 11	1,950.		3,636.
7a Loans to partners (or persons related to partners)		1,000.		1,000.
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets	6,062,505.		6,840,380.	
b Less accumulated depreciation	2,010,850.	4,051,655.	2,842,251.	3,998,129.
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)	STATEMENT 12	584,414.		497,350.
14 Total assets		5,814,625.		5,927,439.
<b>Liabilities and Capital</b>				
15 Accounts payable		147,700.		113,631.
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)	STATEMENT 13	401,440.		506,346.
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)		6,038,166.		5,605,513.
b Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts		-772,681.		-298,051.
22 Total liabilities and capital		5,814,625.		5,927,439.

**Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return**

Note: The partnership may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	474,630.	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16p, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16p (itemize):		a Depreciation \$ 137,896.	
STMT 15 190,344.		STMT 16 816,928.	954,824.
a Depreciation \$		8 Add lines 6 and 7	954,824.
b Travel and entertainment \$ 1,926.	192,270.	9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	-287,924.
5 Add lines 1 through 4	666,900.		

**Schedule M-2 Analysis of Partners' Capital Accounts**

1 Balance at beginning of year	-772,681.	6 Distributions: a Cash	
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	474,630.	8 Add lines 6 and 7	
4 Other increases (itemize):		9 Balance at end of year. Subtract line 8 from line 5	-298,051.
5 Add lines 1 through 4	-298,051.		

Form **1125-A****Cost of Goods Sold**

(Rev. November 2018)

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.

▶ Go to [www.irs.gov/Form1125A](http://www.irs.gov/Form1125A) for the latest information.

OMB No. 1545-0123

Name <b>PEPI COMPANIES, LLC</b>		Employer identification number <b>46-1355547</b>	
1	Inventory at beginning of year .....	1	266,478.
2	Purchases .....	2	5,613,098.
3	Cost of labor .....	3	
4	Additional section 263A costs (attach schedule) .....	4	
5	Other costs (attach schedule) .....	5	
6	<b>Total.</b> Add lines 1 through 5 .....	6	5,879,576.
7	Inventory at end of year .....	7	292,880.
8	<b>Cost of goods sold.</b> Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions .....	8	5,586,696.

**9 a** Check all methods used for valuing closing inventory:

(i) ☒ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶ \_\_\_\_\_

**b** Check if there was a writedown of subnormal goods ..... ▶ ☐

**c** Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ..... ▶ ☐

**d** If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO ..... **9d** \_\_\_\_\_

**e** If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ..... ☒ Yes ☐ No

**f** Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ..... ☐ Yes ☒ No  
If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-A (Rev. 11-2018)

**SCHEDULE B-1  
(Form 1065)**(Rev. August 2019)  
Department of the Treasury  
Internal Revenue Service**Information on Partners Owning 50% or  
More of the Partnership**

▶ Attach to Form 1065.

▶ Go to [www.irs.gov/Form1065](http://www.irs.gov/Form1065) for the latest information.

OMB No. 1545-0123

Name of partnership

Employer identification number

PEPI COMPANIES, LLC

46-1355547

**Part I Entities Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2a (Question 3a for 2009 through 2017))

Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, tax-exempt organization, or any foreign government that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

**Part II Individuals or Estates Owning 50% or More of the Partnership** (Form 1065, Schedule B, Question 2b (Question 3b for 2009 through 2017))

Complete columns (i) through (iv) below for any individual or estate that owns, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Maximum Percentage Owned in Profit, Loss, or Capital
ALBERT A PEPI	██████-██████	UNITED STATES	100.00
GEORGE A PEPI	██████-██████	UNITED STATES	100.00
JAMES B PEPI	██████-██████	UNITED STATES	100.00
WALLACE B PEPI	██████-██████	UNITED STATES	100.00

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

Schedule B-1 (Form 1065) (Rev. 8-2019)

Form <b>4562</b> Department of the Treasury Internal Revenue Service (99) Name(s) shown on return	<b>Depreciation and Amortization</b> (Including Information on Listed Property) OTHER 1 Attach to your tax return. Go to <a href="http://www.irs.gov/Form4562">www.irs.gov/Form4562</a> for instructions and the latest information.	OMB No. 1545-0172 <b>2019</b> Attachment Sequence No. 179
Name(s) shown on return: <b>PEPI COMPANIES, LLC</b>		Business or activity to which this form relates: <b>PEPI COMPANIES, LLC</b> Identifying number: <b>46-1355547</b>

PEPI COMPANIES, LLC

PEPI COMPANIES, LLC

46-1355547

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1 Maximum amount (see instructions) .....	1	
2 Total cost of section 179 property placed in service (see instructions) .....	2	
3 Threshold cost of section 179 property before reduction in limitation .....	3	
4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- .....	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions .....	5	
6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property. Enter the amount from line 29 .....	7	
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 .....	8	
9 Tentative deduction. Enter the <b>smaller</b> of line 5 or line 8 .....	9	
10 Carryover of disallowed deduction from line 13 of your 2018 Form 4562 .....	10	
11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 .....	11	
12 Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11 .....	12	
13 Carryover of disallowed deduction to 2020. Add lines 9 and 10, less line 12 .....	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)**

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year .....	14	777,876.
15 Property subject to section 168(f)(1) election .....	15	
16 Other depreciation (including ACRS) .....	16	

**Part III MACRS Depreciation (Don't include listed property. See instructions.)****Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2019 .....	17	191,353.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> .....		

**Section B - Assets Placed in Service During 2019 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2019 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L
b 12-year			12 yrs.		S/L
c 30-year	/		30 yrs.	MM	S/L
d 40-year	/		40 yrs.	MM	S/L

**Part IV Summary (See instructions.)**

21 Listed property. Enter amount from line 28 .....	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. ....	22	969,229.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs .....	23	

Form 4562 (2019)

PEPI COMPANIES, LLC

46-1355547 Page 2

**Part V Listed Property** (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use:

	:	:	%					
	:	:	%					
	:	:	%					

**27** Property used 50% or less in a qualified business use:

	:	:	%			S/L -		
	:	:	%			S/L -		
	:	:	%			S/L -		

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
<b>30</b> Total business/investment miles driven during the year (don't include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year. Add lines 30 through 32						
<b>34</b> Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> Is another vehicle available for personal use?						

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

	Yes	No
<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

**42** Amortization of costs that begins during your 2019 tax year:

	:	:			
	:	:			

**43** Amortization of costs that began before your 2019 tax year**43****44** **Total.** Add amounts in column (f). See the instructions for where to report**44**

Form **5884**

(Rev. December 2016)

Department of the Treasury  
Internal Revenue Service**Work Opportunity Credit**

OMB No. 1545-0219

Attachment  
Sequence No. **77**▶ **Attach to your tax return.**▶ **Information about Form 5884 and its separate instructions is at [www.irs.gov/form5884](http://www.irs.gov/form5884).**

Name(s) shown on return

Identifying number

**PEPI COMPANIES, LLC****46-1355547**

<b>1</b> Enter on the applicable line below the total qualified first- or second-year wages paid or incurred during the tax year, and multiply by the percentage shown, for services of employees who are certified as members of a targeted group.		
<b>a</b> Qualified first-year wages of employees who worked for you at least 120 hours but fewer than 400 hours ..... \$ <u>37,850.</u> x 25% (0.25)	<b>1a</b>	<b>9,463.</b>
<b>b</b> Qualified first-year wages of employees who worked for you at least 400 hours ..... \$ <u>176,281.</u> x 40% (0.40)	<b>1b</b>	<b>70,512.</b>
<b>c</b> Qualified second-year wages of employees certified as long-term family assistance recipients ..... \$ ..... x 50% (0.50)	<b>1c</b>	
<b>2</b> Add lines 1a, 1b, and 1c. See instructions for the adjustment you must make to salaries and wages .....	<b>2</b>	<b>79,975.</b>
<b>3</b> Work opportunity credit from partnerships, S corporations, cooperatives, estates, and trusts (see instructions) .....	<b>3</b>	
<b>4</b> Add lines 2 and 3. Cooperatives, estates, and trusts, go to line 5. Partnerships and S corporations, stop here and report this amount on Schedule K. All others, stop here and report this amount on Form 3800, Part III, line 4b .....	<b>4</b>	<b>79,975.</b>
<b>5</b> Amount allocated to patrons of the cooperative or beneficiaries of the estate or trust (see instructions) .....	<b>5</b>	
<b>6</b> Cooperatives, estates, and trusts, subtract line 5 from line 4. Report this amount on Form 3800, Part III, line 4b .....	<b>6</b>	

**For Paperwork Reduction Act Notice, see separate instructions.**Form **5884** (Rev. 12-2016)

Form <b>8846</b>  Department of the Treasury Internal Revenue Service	<b>Credit for Employer Social Security and Medicare Taxes          Paid on Certain Employee Tips</b> ► Attach to your tax return.  ► Go to <a href="http://www.irs.gov/Form8846">www.irs.gov/Form8846</a> for the latest information.	OMB No. 1545-0123  <b>2019</b> Attachment Sequence No. <b>98</b>
Name(s) shown on return  <b>PEPI COMPANIES, LLC</b>		Identifying number  <b>46-1355547</b>

**Note:** Claim this credit **only** for employer social security and Medicare taxes paid by a food or beverage establishment where tipping is customary for providing food or beverages. See the instructions for line 1.

1 Tips received by employees for services on which you paid or incurred employer social security and Medicare taxes during the tax year (see instructions) .....	1	1,415,146.
2 Tips not subject to the credit provisions (see instructions) .....	2	
3 Creditable tips. Subtract line 2 from line 1 .....	3	1,415,146.
4 Multiply line 3 by 7.65% (0.0765). If you had any tipped employees whose wages (including tips) exceeded \$132,900, see instructions and check here ..... ► <input type="checkbox"/>	4	108,259.
5 Credit for employer social security and Medicare taxes paid on certain employee tips from partnerships and S corporations .....	5	
6 Add lines 4 and 5. Partnerships and S corporations, report this amount on Schedule K. All others, report this amount on Form 3800, Part III, line 4f .....	6	108,259.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **8846** (2019)

Form **8990**  
(Rev. May 2020)  
Department of the Treasury  
Internal Revenue Service

# **Limitation on Business Interest Expense Under Section 163(j)**

OMB No. 1545-0123

▶ Attach to your tax return.

▶ Go to [www.irs.gov/Form8990](http://www.irs.gov/Form8990) for instructions and the latest information.

Taxpayer name(s) shown on tax return <b>PEPI COMPANIES, LLC</b>	Identification number <b>46-1355547</b>
--	--

If Form 8990 relates to an information return for a foreign entity (for example, Form 5471), enter:

Name of foreign entity ▶

Employer identification number, if any ▶

Reference ID number ▶

## **Part I Computation of Allowable Business Interest Expense**

Part I is completed by all taxpayers subject to section 163(j). Schedule A and Schedule B need to be completed before Part I when the taxpayer is a partner or shareholder of a pass-through entity subject to section 163(j).

### **Section I - Business Interest Expense**

<b>1</b> Current year business interest expense (not including floor plan financing interest expense), before the section 163(j) limitation .....	<b>1</b>	<b>26,261.</b>	
<b>2</b> Disallowed business interest expense carryforwards from prior years. (Does not apply to a partnership) .....	<b>2</b>		
<b>3</b> Partner's excess business interest expense treated as paid or accrued in current year (Schedule A, line 44, column (h)) .....	<b>3</b>		
<b>4</b> Floor plan financing interest expense. See instructions .....	<b>4</b>		
<b>5 Total business interest expense.</b> Add lines 1 through 4 .....	<b>5</b>		<b>26,261.</b>

### **Section II - Adjusted Taxable Income**

#### **Taxable Income**

<b>6 Taxable income.</b> See instructions .....	<b>6</b>	<b>-287,924.</b>
---	----------	------------------

#### **Additions** (adjustments to be made if amounts are taken into account on line 6)

<b>7</b> Any item of loss or deduction that is not properly allocable to a trade or business of the taxpayer. See instructions .....	<b>7</b>		
<b>8</b> Any business interest expense not from a pass-through entity. See instructions .....	<b>8</b>	<b>26,261.</b>	
<b>9</b> Amount of any net operating loss deduction under section 172 .....	<b>9</b>		
<b>10</b> Amount of any qualified business income deduction allowed under section 199A .....	<b>10</b>		
<b>11</b> Deduction allowable for depreciation, amortization, or depletion attributable to a trade or business. See instructions .....	<b>11</b>	<b>969,229.</b>	
<b>12</b> Amount of any loss or deduction items from a pass-through entity. See instructions .....	<b>12</b>		
<b>13</b> Other additions. See instructions .....	<b>13</b>		
<b>14</b> Total current year partner's excess taxable income (Schedule A, line 44, column (f)) .....	<b>14</b>		
<b>15</b> Total current year S corporation shareholder's excess taxable income (Schedule B, line 46, column (c)) .....	<b>15</b>		
<b>16 Total.</b> Add lines 7 through 15 .....	<b>16</b>		<b>995,490.</b>

#### **Reductions** (adjustments to be made if amounts are taken into account on line 6)

<b>17</b> Any item of income or gain that is not properly allocable to a trade or business of the taxpayer. See instructions .....	<b>17</b>	( )	
<b>18</b> Any business interest income not from a pass-through entity. See instructions .....	<b>18</b>	( )	
<b>19</b> Amount of any income or gain items from a pass-through entity. See instructions .....	<b>19</b>	( )	
<b>20</b> Other reductions. See instructions .....	<b>20</b>	( )	
<b>21 Total.</b> Combine lines 17 through 20 .....	<b>21</b>	( )	
<b>22 Adjusted taxable income.</b> Combine lines 6, 16, and 21. (If zero or less, enter -0-) .....	<b>22</b>		<b>707,566.</b>

LHA For Paperwork Reduction Act Notice, see the instructions.

Form **8990** (Rev. 5-2020)



**Section III - Business Interest Income**

<b>23</b>	Current year business interest income. See instructions .....	<b>23</b>		
<b>24</b>	Excess business interest income from pass-through entities (total of Schedule A, line 44, column (g), and Schedule B, line 46, column (d)) .....	<b>24</b>		
<b>25</b>	<b>Total.</b> Add lines 23 and 24 .....			<b>25</b>

**Section IV - Section 163(j) Limitation Calculations****Limitation on Business Interest Expense**

<b>26</b>	Multiply adjusted taxable income (line 22) by the applicable percentage. See instructions .....	<b>26</b>	212,270.	
<b>27</b>	Business interest income (line 25) .....	<b>27</b>		
<b>28</b>	Floor plan financing interest expense (line 4) .....	<b>28</b>		
<b>29</b>	<b>Total.</b> Add lines 26, 27, and 28 .....			<b>29</b> 212,270.

**Allowable Business Interest Expense**

<b>30</b>	<b>Total current year business interest expense deduction.</b> See instructions .....	<b>30</b>	26,261.
-----------	---	-----------	---------

**Carryforward**

<b>31</b>	<b>Disallowed business interest expense.</b> Subtract line 29 from line 5. (If zero or less, enter -0-) .....	<b>31</b>	
-----------	---	-----------	--

**Part II Partnership Pass-Through Items**

Part II is only completed by a partnership that is subject to section 163(j). The partnership items below are allocated to the partners and are not carried forward by the partnership. See the instructions for more information.

**Excess Business Interest Expense**

<b>32</b>	<b>Excess business interest expense.</b> Enter amount from line 31 .....	<b>32</b>	
-----------	--	-----------	--

**Excess Taxable Income** (If you entered an amount on line 32, skip lines 33 through 37.)

<b>33</b>	Subtract the sum of lines 4 and 25 from line 5. (If zero or less, enter -0-) .....	<b>33</b>	26,261.
<b>34</b>	Subtract line 33 from line 26. (If zero or less, enter -0-) .....	<b>34</b>	186,009.
<b>35</b>	Divide line 34 by line 26. Enter the result as a decimal. (If line 26 is zero, enter -0-) .....	<b>35</b>	.8763
<b>36</b>	<b>Excess taxable income.</b> Multiply line 35 by line 22 .....	<b>36</b>	620,029.

**Excess Business Interest Income**

<b>37</b>	<b>Excess business interest income.</b> Subtract the sum of lines 1, 2, and 3 from line 25. (If zero or less, enter -0-) .....	<b>37</b>	
-----------	--	-----------	--

**Part III S Corporation Pass-Through Items**

Part III is only completed by S corporations that are subject to section 163(j). The S corporation items below are allocated to the shareholders. See the instructions for more information.

**Excess Taxable Income**

<b>38</b>	Subtract the sum of lines 4 and 25 from line 5. (If zero or less, enter -0-) .....	<b>38</b>	
<b>39</b>	Subtract line 38 from line 26. (If zero or less, enter -0-) .....	<b>39</b>	
<b>40</b>	Divide line 39 by line 26. Enter the result as a decimal. (If line 26 is zero, enter -0-) .....	<b>40</b>	
<b>41</b>	<b>Excess taxable income.</b> Multiply line 40 by line 22 .....	<b>41</b>	

**Excess Business Interest Income**

<b>42</b>	<b>Excess business interest income.</b> Subtract the sum of lines 1, 2, and 3 from line 25. (If zero or less, enter -0-) .....	<b>42</b>	
-----------	--	-----------	--

Section 1.263(a)-1(f) De Minimis Safe Harbor Election

Pepi Companies, LLC  
1210 W. Clay Street, Suite 17  
Houston, TX 77019-4190

Employer Identification Number: 46-1355547

For the Year Ending December 31, 2019

Pepi Companies, LLC is making the de minimis safe harbor election under Reg. Sec. 1.263(a)-1(f).

PEPI COMPANIES, LLC

46-1355547

## FOOTNOTES

STATEMENT 5

## STATEMENT REGARDING SECTION 263A

PERSUANT TO INTERNAL REVENUE NOTICE 88-86, TAXPAYER IS TECHNICALLY CONSIDERED TO BE A PRODUCER, THEREBY SUBJECT TO THE UNIFORM CAPITALIZATION RULES OF SECTION 263A. HOWEVER, ANY 263A ADJUSTMENT WOULD BE MINIMAL, THEREFORE, UNIFORM CAPITALIZATION HAS NOT BEEN ADOPTED AND NO 263A ADJUSTMENT HAS BEEN MADE IN THIS RETURN.

FORM 1065	TAX EXPENSE	STATEMENT	6
-----------	-------------	-----------	---

DESCRIPTION	AMOUNT
ILLINOIS TAXES - BASED ON INCOME	3,272.
LESS FORM 8846 CREDIT	-108,259.
LICENSE AND PERMITS	29,479.
PAYROLL TAXES	933,215.
PROPERTY TAXES	65,935.
USE TAX	321.
TOTAL TO FORM 1065, LINE 14	923,963.

FORM 1065	OTHER DEDUCTIONS	STATEMENT	7
-----------	------------------	-----------	---

DESCRIPTION	AMOUNT
481A ADJUSTMENT	816,928.
ADVERTISING	1,337,853.
AUTO EXPENSE	208,361.
BANK SERVICES CHARGES	5,955.
CATERING	195,798.
CONTRACT LABOR	66,257.
CREDIT CARD FEES	807,606.
DRIVER EXPENSE	201,079.
DUES AND SUBSCRIPTIONS	234.
EMPLOYEE INCENTIVES	21,330.
EQUIPMENT LEASING	1,417.
G & A CHARGES	3,912,483.
INSURANCE	510,197.
JANITORIAL	247,021.
MANAGEMENT FEES	3,181,333.
MEALS	1,927.
MISCELLANEOUS	1,565.
OFFICE SUPPLIES	93,136.
PAPER	2,620,411.

PEPI COMPANIES, LLC	46-1355547
PARKING	58,080.
POSTAGE & FEDEX	8,966.
PROFESSIONAL FEES	71,641.
RESEARCH AND DEVELOPMENT	25.
ROYALTY FEE	1,735,273.
SMALL WARES	111,579.
TELEPHONE	176,975.
TRAINING	12,093.
TRAVEL	61,209.
UNIFORMS	35,167.
UTILITIES	385,866.
TOTAL TO FORM 1065, LINE 20	16,887,765.

SCHEDULE K	OTHER CREDITS	STATEMENT	8
DESCRIPTION	AMOUNT		
WORK OPPORTUNITY CREDIT	79,975.		
CREDIT FOR SOC. SEC. AND MEDICARE TAXES PAID	108,259.		
TOTAL TO SCHEDULE K, LINE 15F	188,234.		

SCHEDULE K	NONDEDUCTIBLE EXPENSE	STATEMENT	9
DESCRIPTION	AMOUNT		
EXCLUDED MEALS AND ENTERTAINMENT EXPENSES	1,926.		
PENALTIES	2,110.		
TAX DEDUCTION ADJUSTMENT FOR FORM 8846	108,259.		
WAGE DEDUCTION ADJUSTMENT FOR EMPLOYMENT CREDIT	79,975.		
TOTAL TO SCHEDULE K, LINE 18C	192,270.		

SCHEDULE K	OTHER ITEMS	STATEMENT	10
DESCRIPTION	AMOUNT		
EXCESS TAXABLE INCOME	620,029.		
SECTION 199A - ORDINARY INCOME (LOSS)	-287,924.		
SECTION 199A W-2 WAGES	2,982,473.		
SECTION 199A UNADJUSTED BASIS OF ASSETS	6,820,970.		

PEPI COMPANIES, LLC

46-1355547

SCHEDULE L	OTHER CURRENT ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
PREPAID EXPENSES	0.	1,686.	
STORE CHANGE FUND	1,950.	1,950.	
TOTAL TO SCHEDULE L, LINE 6	1,950.	3,636.	

SCHEDULE L	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
CONSTRUCTION IN PROGRESS	512,356.	0.	
DEPOSITS	72,058.	497,350.	
TOTAL TO SCHEDULE L, LINE 13	584,414.	497,350.	

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT	13
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR	
ACCRUED EXPENSES	33.	0.	
CURRENT PORT LEASE LIABILITY	0.	13,017.	
DEFERRED RENT PAYABLE	187,545.	249,300.	
PROPERTY TAX PAYABLE	48,596.	61,435.	
SALES TAX PAYABLE	165,266.	182,594.	
TOTAL TO SCHEDULE L, LINE 17	401,440.	506,346.	

PEPI COMPANIES, LLC

46-1355547

---



---

FORM 1065	PARTNERS' CAPITAL ACCOUNT SUMMARY	STATEMENT 14
-----------	-----------------------------------	--------------

---

PARTNER NUMBER	BEGINNING CAPITAL	CAPITAL CONTRIBUTED	SCHEDULE M-2 LNS 3, 4 & 7	WITH- DRAWALS	ENDING CAPITAL
1	-540,879.		332,241.		-208,638.
2	-77,266.		47,463.		-29,803.
3	-77,271.		47,462.		-29,809.
4	-77,265.		47,464.		-29,801.
TOTAL	-772,681.		474,630.		-298,051.

PEPI COMPANIES, LLC

46-1355547

---



---

SCHEDULE M-1    EXPENSES RECORDED ON BOOKS NOT DEDUCTED IN RETURN    STATEMENT    15

---

DESCRIPTION	AMOUNT
ADJUSTMENT FOR FORM 8846 CREDIT	108,259.
PENALTIES	2,110.
ADJUSTMENT FOR EMPLOYMENT CREDITS	79,975.
TOTAL TO SCHEDULE M-1, LINE 4	190,344.

---



---



---



---

SCHEDULE M-1    DEDUCTIONS ON RETURN NOT CHARGED AGAINST BOOKS    STATEMENT    16

---

DESCRIPTION	AMOUNT
481A ADJUSTMENT	816,928.
TOTAL TO SCHEDULE M-1, LINE 7	816,928.

---



---

**Fill in this information to identify the case and this filing:**

Debtor Name Pepi Companies

United States Bankruptcy Court for the: Southern District of Texas  
(State)

Case number (If known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Resolution and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/24/2020  
MM / DD / YYYY

**X**

/s/ Albert A. Pepi Jr.

Signature of individual signing on behalf of debtor

Albert A. Pepi Jr.

Printed name

President

Position or relationship to debtor



**United States Bankruptcy Court  
Southern District of Texas**

In re **Pepi Companies, LLC**

Debtor(s)

Case No.  
Chapter**11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Albert A. Pepi Jr. 3668 Del Monte Houston, TX 77019</b>		<b>70%</b>	
<b>George Albert Pepi 2012 Trust 903 Birdsall Houston, TX 77007</b>		<b>10%</b>	
<b>James Bennett Pepi 2010 Trust 3668 Del Monte Houston, TX 77019</b>		<b>10%</b>	
<b>Wallace Bratton Pepi 2012 Trust 3668 Del Monte Houston, TX 77019</b>		<b>10%</b>	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the **President** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 9/24/2020Signature /s/ Albert A. Pepi Jr.  
**Albert A. Pepi Jr.**

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court  
Southern District of Texas**

In re **Pepi Companies, LLC**

Debtor(s)

Case No.

Chapter

**11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Pepi Companies, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Albert Pepi Jr.**  
**3668 Del Monte**  
**Houston, TX 77019**

**George Albert Pepi 2012 Trust**  
**903 Birdsall**  
**Houston, TX 77007**

**James Bennett Pepi 2010 Trust**  
**3668 Del Monte**  
**Houston, TX 77019**

**Wallace Bratton Pepi 2012 Trust**  
**3668 Del Monte**  
**Houston, TX 77019**

☐ None [*Check if applicable*]

Fill in this information to identify the case:

Debtor name Pepi Companies, et al (Consolidated)

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known): \_\_\_\_\_

Check if this is an  
amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Zions Bancorporation, NA dba Amegy Bank Northwest Crossing-Commercial PO Box 27459 1717 West Loop South Houston, TX 77227-0000		SBA Paycheck Protection Loan (Alonti Corporation LLC)				1,913,300.00
Zions Bancorporation, NA dba Amegy Bank Northwest Crossing-Commercial PO Box 27459 1717 West Loop South Houston, TX 77227-0000		SBA Paycheck Protection Loan				1,362,700.00
American Express Three World Financial Center 200 Vesey S New York, NY 10285-0000		Credit Card Debt				846,013.58
Briarwood Baytown Ltd. c/o Andrew M. Caplan Weycer, Kaplan, Palaski, & Zuker, PC 11 Greenway Plaza, Suite 1400 Houston, TX 77046-0000		Commercial Lease Termination Settlement				292,895.00
Zions Bancorporation, NA dba Amegy Bank Northwest Crossing-Commercial PO Box 27459 1717 West Loop South Houston, TX 77227-0000		SBA Paycheck Protection Loan (Pepi Company of California)				278,800.00

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, if partially secured	Deduction for value of collateral or setoff
						Unsecured claim
SYSCO DALLAS 800 Trinity Drive LEWISVILLE, TX 75056-0000		Accounts Payable				86,049.01
SYSCO- HOUSTON 1390 Enclave Parkway HOUSTON, TX 77077-2099		Accounts Payable				81,777.18
SYSCO CHICAGO 250 Wieboldt Dr Des Plaines, IL 60016-0000		Accounts Payable				39,271.44
GOWAN, INC. 5550 AIRLINE DR. HOUSTON, TX 77076-4998		Accounts Payable				20,500.00
SYSCO LOS ANGELES INC 20701 EAST CURRIER ROAD WALNUT, CA 91789-0000		Accounts Payable				20,276.45
BROTHERS 3173 Produce Row HOUSTON, TX 77023-0000		Accounts Payable				16,204.12
Mass Mutual Insurance Company 1295 State Street Springfield, MA 01111-0000		Accrued Expenses				12,101.80
GET FRESH PRODUCE 1441 BREWSTER CREEK BLVD BARTLETT, IL 60103-0000		Accounts Payable				7,385.12
SPRINT 6200 Sprint Pkwy. Overland Park, KS 66251-0000		Accounts Payable				3,186.15
CH REALTY VI/R HOUSTON WOOD RIDGE LP MSC#700 27820 Interstate 45 N Conroe, TX 77385-0000		Accounts Payable				3,138.83
WEINSTEIN SPIRA & CO. THREE GREENWAY PLAZA STE. 1700 HOUSTON, TX 77046-0000		Accounts Payable				2,325.00
BROTHERS PRODUCE - AUSTIN 8024 Exchange Dr. Building 9 #500 AUSTIN, TX 78754-0000		Accounts Payable				1,754.41
AT&T 208 S. Akard St. Dallas, TX 75202-0000		Accounts Payable				1,611.74
CENTERPOINT ENERGY PROP., INC. PM REALTY GROUP, LP 1111 LOUISIANA ST STE 510 HOUSTON, TX 77002-0000		Accounts Payable				1,576.69

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of Claim		
				If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total claim, if partially secured	Deduction for value of collateral or setoff
						Unsecured claim
INMOMENT INC 10355 SO. JORDAN GATEWAY #600 SOUTH JORDAN,UT 84095-0000		Accounts Payable				1,279.20
DAWSON COMPANY 2104 Hardy St HOUSTON,TX 77026-0000		Accounts Payable				1,261.95
OFFICE DEPOT 6600 North Military Trail Boca Raton,FL 33496-0000		Accounts Payable				1,020.99
ECOLAB PEST EL IM DIV 26252 NETWORK PLACE CHICAGO,IL 60673-1262		Accounts Payable				1,019.42
ISI COMMERCIAL REFRIGERATION 2801 S VALLEY PARKWAY SUITE 200 LEWISVILLE,TX 75067-0000		Accounts Payable				864.55
EMPIRE COOLER SERVICE 940 W. CHICAGO AVE. CHICAGO,IL 60622-0000		Accounts Payable				806.60
COMCAST 1701 JFK Blvd. Philadelphia,PA 19103-0000		Accounts Payable				642.09
REPUBLIC SERVICES 18500 N Allied Way PHOENIX,AZ 85054-0000		Accounts Payable				598.93
811 LOUISIANA 811 Louisiana St. Houston,TX 77002-0000		Accounts Payable				433.00
FOX VALLEY FIRE & SAFETY 2730 PINNACLE DR. ELGIN,IL 60124-0000		Accounts Payable				368.59
City of Houston 2500 Tanglewilde St # 2 HOUSTON,TX 77063-0000		Accounts Payable				366.24

**CERTIFIED RESOLUTION**

**WHEREAS**, Pepi Companies LLC (the “**Company**”) has experienced recent significant financial and liquidity stresses, and, upon review and analysis of the present and expected future status, conditions, and prospects of the assets, liabilities, affairs, and opportunities of the Company, the ownership group (the “**Owner**”), has determined that the best interests of the Company and its creditors, equity security holders, and other constituencies would be best served, and the values of its assets and business operations would be best served and protected, by the filing of a voluntary petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) by the Company.

**NOW, THEREFORE**, the Owner hereby adopts and approves the following resolutions and takes the following actions:

**RESOLVED**, the Company, through its duly elected or appointed Representatives, is authorized to execute and verify any and all documents necessary to complete the filing of a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”), for and on behalf of the Company;

**FURTHER RESOLVED**, that the Company is authorized, empowered and directed to retain the law firm of Jones Murray & Beatty LLP, as counsel to represent the Company in the Chapter 11 Case, subject to any requisite Bankruptcy Court approval’

**FURTHER RESOLVED**, that the company, through its duly elected or appointed Representatives, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify the necessary and proper pleadings and documents with respect to the Chapter 11 Case;

**FURTHER RESOLVED**, that in connection with the commencement of the Chapter 11 Case by the Company, the Company, through its duly elected or appointed Representatives, is authorized, empowered and directed to execute and deliver any debtor-in-possession (“**DIP**”) financing agreements, including, in connection therewith, any such notes, security agreements, and other agreements or instruments as are appropriate, between the Company, as Borrower, and any related DIP Lender, on the terms and conditions that are necessary, proper, or desirable to consummate the transactions contemplated by such agreements or instruments on behalf of the Company;

**FURTHER RESOLVED**, that any and all past actions heretofore taken by the Representatives or the Owner of the Company in the name and on behalf of the Company in furtherance of any of all of the preceding resolutions are, and the same hereby are, ratified, confirmed, and approved.

The resolution is hereby **APPROVED** this September 24, 2020 by the undersigned Owner:

*/s/ Albert A. Pepi, Jr.*

\_\_\_\_\_  
Albert A. Pepi Jr.